

RECORDED & INDEXED 7592-B
APR 20 1975 6 45 AM
INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENTAL AGREEMENT dated as of December 1, 1975, by and between CHEMICAL bank (the successor to Security National Bank), a corporation duly organized and existing under the laws of the State of New York, as Trustee (hereinafter called the Trustee), and NORTH AMERICAN CAR CORPORATION, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Company).

WHEREAS the parties hereto have entered into an Equipment Trust Agreement dated as of May 15, 1974 (hereinafter called the Agreement) providing for the vesting of title of certain units of railroad equipment in the Trustee and the leasing thereof to the Company;

*Received from
Sec. No. 7529
in Jan. 6, 1974*

WHEREAS certain units of said railroad equipment have become worn out, unsuitable for use, lost or destroyed;

WHEREAS pursuant to Section 5.06 of the Agreement, the Company may substitute other units of railroad equipment;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto agree as follows:

1. Exhibit A to the Agreement is hereby amended to substitute Three (3) units of railroad equipment having A.A.R. mechanical designation code T, initialed NATX and numbered 14100-14102, inclusive and Two (2) units of railroad equipment having A.A.R. mechanical designation code LO, initialed NAHX and numbered 58121 and 58122 for Five (5) units of railroad equipment having A.A.R. mechanical designation code LO, initialed NAHX and numbered 46637, 46605, 46617, 46684 and 46566 and One (1) unit of railroad equipment having A.A.R. mechanical designation code TM, initialed NATX and numbered 29639.

2. Except as supplemented hereby, the Agreement shall remain in full force and effect.

3. The Company will arrange for filing and recordation of this supplement in accordance with the provisions of Section 7.03 of the Agreement.

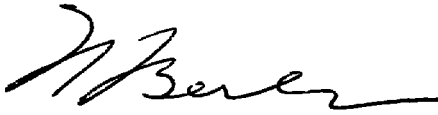
4. This supplement may be executed in any number of counterparts, such counterparts constituting one and the same instrument.

IN WITNESS WHEREOF, the Company and Trustee have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, due attested, to be hereunto affixed as of the day and year first above written.

CHEMICAL BANK


By 
Senior Trust Officer

Attest:



NORTH AMERICAN CAR CORPORATION

By


Vice President

Attest:


Assistant Secretary

STATE OF ILLINOIS,)

) ss.:

COUNTY OF COOK,)

On this 1st day of December 1975 before me personally

appeared M. G. Lynch , to me personally known, who,

being by me duly sworn, says that he is a Vice President of North American Car Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

6/30/79

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this *1st* day of December 1975 before me personally
came John J. Fleming, to me known, who, being by me duly sworn,
says that he resides at ~~146 8th Street~~
~~Brooklyn, New York 11215~~
that he is a Senior Trust Officer of Chemical Bank, one of the
corporations described in and which executed the foregoing instrument:
that he knows the seal of said corporation; that the seal affixed
to said instrument is such corporate seal: that it was so affixed
by authority of the Board of Directors of said corporation, and that
he signed his name thereto by like authority.



Notary Public

MY COMMISSION EXPIRES

SYLVIA LASKOW
Notary Public, State of New York
No. 24-7435995
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1976